

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : KALKAS BUSINESS SERVICES

Account Number : I19980000015

Phone : (305) 577-9716

Fax Number : (305) 577-9718

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

dbExperts, Inc.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION OF

dbExperts, Inc.

(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

dbExperts, Inc.

with the principal place of business located at:

245 SE 1st Street, Suite 311
Miami, FL 33131

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TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock of no par value each share.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

245 SE 1st Street, Suite 311
Miami, FL 33131

The name of the initial Registered Agent of this corporation is:

Martti Kalkas

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is:

Roberto Hoelz Stern; President
Rua Prof. Lucio Martins Rodrigues, 19, 05651 - Sao Paulo - SP - Brazil

Eduardo Hoelz Stern; Vice President
Rua Dr. Alberto da Silveira, 18, 05671 - Sao Paulo - SP - Brazil

ARTICLE VII - INCORPORATORS

The name of and address of the person signing this article is:

Martti Kalkas
245 SE 1st Street, Suite 311, Miami, FL 33131

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 6th day of August 2001.


Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That the dbExperts, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed

**Marti Kalkas
245 SE 1st Street, Suite 311
Miami, FL 33131**

as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the

dbExperts, Inc.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 6th day of August 2001.


Registered Agent

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